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MARVEL COMICS GROUP

BY THE
COMICS
CODE
AUTHORITY

MARVEL TEAM-UP
SPIDER-MAN
AND
GHOST RIDER

THE SPIDER...
THE GHOST--AND
THE SOUL-STEALER
WHO HATES THEM
BOTH!

WHO WILL SURVIVE--
THE CARNIVAL OF FEAR?



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AND GHOST RIDER

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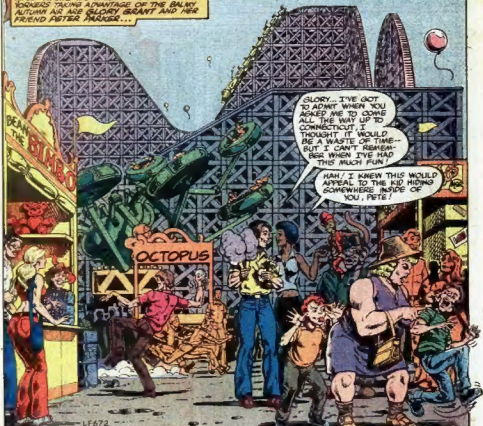
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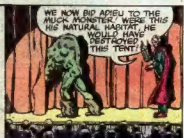
CARNIVAL OF SOULS!

LAST DAY OF THE CARNIVAL SEASON...
AND AMONG THE THOUSANDS OF NEW
YORKERS TAKING ADVANTAGE OF THE GALAXY
AUTUMN AIR ARE GLORY GRANT AND HER
FRIEND PETER PARKER...



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THAT'S THE GHOST RIDER!
WHAT'S THAT MOTORCYCLING
MANIAC DOING IN A SIDE-
SHOW?



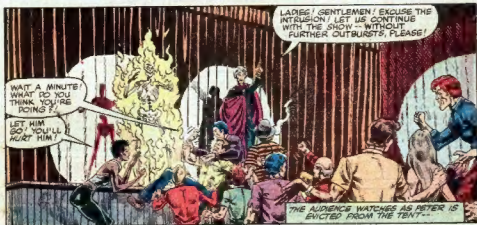
OBVIOUSLY, YOUNG
MAN, YOU WISH TO
DISRUPT THIS SHOW--
AND THAT I CAN
NOT ALLOW!

HEY,
RUBE!



SUDDENLY, APPEARING FROM
THE FRINGES OF THE CROWD...

PLEASE ESCORT THE YOUNG
RUFFIAN OUT OF THE TENT--
AND OFF THE CARNIVAL
GROUNDS!



WAIT A MINUTE!
WHAT DO YOU
THINK YOU'RE
DOING?!

LET HIM
GO, YOU'LL
HURT HIM!

LADIES! GENTLEMEN! EXCUSE THE
INTRUSION! LET US CONTINUE
WITH THE SHOW-- WITHOUT
FURTHER OUTBURSTS, PLEASE!

THE AUDIENCE WATCHES AS PETER IS
EJECTED FROM THE TENT--

YET ON STAGE, THE FLAMING
SKELETAL FIGURE GAZES SILENTLY
AT THESE EVENTS. RESPECTFULLY,
HE TRIES TO REMEMBER SOME-
THING... SOMETHING.



WHAT WAS IT THE YOUNG MAN
SAID? A NAME, HE RECALLS. IT
WAS FAMILIAR... BUT IT MEANT
NOTHING TO HIM.

HE THINKS FOR A MOMENT, AND
THEN--



CALM YOURSELF, MY
DEMONIC FRIEND! YOU
MUST LEAVE THE
STAGE NOW! THIS
PERFORMANCE IS
OVER!

CONTINUED AFTER 2ND PAGE FOLLOWING



IF THAT GUY
HADN'T GOTTEN
SO UPSET THAT
I'D RECOG-
NIZED THE
GHOST RIDER,
I WOULDN'T
HAVE EVEN
BOtherED
COMING BACK
HERE



LAST TIME WE
MET, HE SEEMED
ALMOST AS BAD
AS THE BAD
GUYS!



SPIDER-
SENSES
ARE
TINGLING—
SOME-
THING'S
HIDING IN
THE
SHADOWS!

MY HANDY-DANDY
BELT SPOTLIGHT
SHOULD--

OH, NO! GUARD DOGS--
AND THEY'RE NOT
FRIENDLY! GETTING
READY TO SPRING...

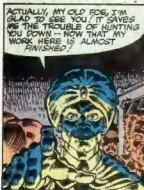




UN-OH! THE WHOLE TROOP IS HERE--EVERY-ONE BUT THE GHOST RIDER!

BUT YOU'RE NO ORDINARY MAN, ARE YOU? YOU'VE FOUGHT WEREWOLVES--SO WHY SHOULD HERE POSS GIVE YOU TROUBLE?

BUT YOU WON'T FIND A LITTLE ARMY SO EASY TO STOP SPIDER-MAN! YOU CAN'T HURT THEM--AND THEY'LL KEEP COMING AT YOU UNTIL YOU'RE BEATEN!



ACTUALLY, MY OLD BOB, I'M GLAD TO SEE YOU. IT SAVES ME THE TROUBLE OF HUNTING YOU DOWN--NOW THAT MY WORK HERE IS ALMOST FINISHED!



I HAVE SOMETHING VERY SPECIAL PLANNED FOR YOU, SPIDER-MAN!

SOMETHING VERY SPECIAL INDEED!



WHO ARE YOU TRYING TO KID? I NEVER SAW YOU BEFORE IN MY LIFE!

I DON'T LIKE THIS! WHY ARE THEY JUST STANDING THERE? WHY DON'T THEY DO SOMETHING?



WAIT! SPIDER-SENSE--TINGLING--SOMEONE'S LEAPING FROM ABOVE ME!

NOW, MY MINIONS ATTACK!



WHAT? I MOVED OUT OF HIS WAY, BUT HE STILL CAUGHT ME!

WELL, WELL! IF IT ISN'T MY SIX-ARMED NAMESAKE!



TOO BAD YOUR BARBAIN-BASE-MENT "SPIDER-MAN" DOESN'T HAVE MY POWERS. GUNSA ON! HE COULDN'T HELP ON DURING MY PATENTED FLIP-UP-THE-WALL TRICK!



THEY'RE STILL NOT MAKING A MOVE! IT'S LIKE THEY'RE WAITING FOR SOMETHING--BUT WHAT?



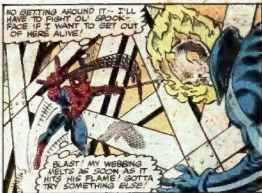
SUDDENLY...

A FIREBALL? OH, NO!

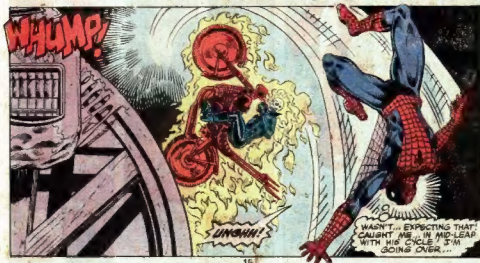
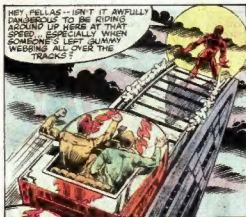
AS HE STEPS FROM THE SHADOWS THE FLAMES AROUND THE BURNING FIGURE FLICKER IN THE NIGHT WIND--AND THE AIR IS FILLED WITH THE SMELL OF BRIMSTONE!

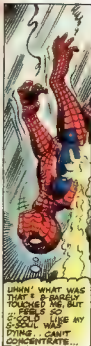
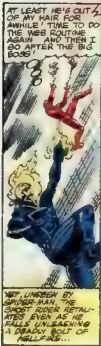
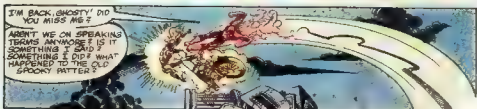
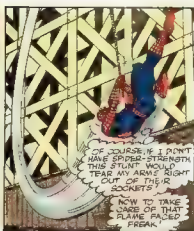


THE GHOST RIDER DOES NOT SPEAK BUT HIS EYES GLARE BALEFULLY AT SPIDER-MAN--AND THAT HERO FEELS A CHILL PENETRATE TO HIS BONES! HE IS THE GHOST RIDER'S PRAY!







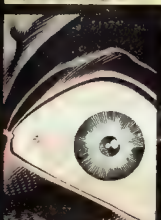




"SINCE YOU ARE MY GREATEST Foe, SPIRIT-MAN IT'S FITTING THAT YOU KNOW MY STORY. YOU SEE HE PLUNGE INTO MY FRANK'S COY BAY BUT THAT DID NOT KILL ME.

"SUCH A DEATH WOULD HAVE BEEN PURE BUT THE DARK BEINGS I WORK-SHIPPED WANTED ME-- ON ME-- AND THEY TOOK ME.

"DEAD I WAS, BUT I WANTED TO LIVE! AND SO I BARGAINED MY PLEAS AMUSED THOSE BEINGS AND THEY ACCEPTED MY BARGAIN-- AFTER STRIPPING ME OF MY SOUL!



"I FOUND MYSELF BACK ON EARTH MY WILL WAS INTACT BUT MY SOUL WAS GONE! AND THERE, SCANT YARDS AWAY WAS A CARNIVAL-- THIS CARNIVAL-- IN NEED OF A MAGICIAN!

"SOON I WAS DAZZLING AUDIENCES WITH PARLOR TRICKS! BUT NOT ONE OF MY FELLOW WORKERS KNEW MY REAL TASK TO STEAL SOULS WITH WHICH I MIGHT BUY BACK MY OWN.

"TO THIS END I CREATED MY NEARLY INDESTRUCTIBLE SOUL ORB FROM THE SUBSTANCE OF BOTH THIS WORLD AND THE NEXT ONE-- AND ONE BY ONE TOOK THE SOULS OF THESE PEOPLE FROM THEM! BY CHANCE, THE CARNIVAL TEMPORARILY EMPLOYED JOHNNY BLAZE THE GHOST RIDER-- AND SOON HIS SOUL WAS ALSO MINE!



"THE SOUL OF JOHNNY BLAZE MY PREY, DUE TO ME-- HE ONCE SOLD IT TO THE DEVIL-- WHO IN RETURN GRANTED HIM HIS POWERS! BUT BLAZE REFUSED-- IN THE END.



"HIS WAS A MOST VALUABLE SOUL I KEEP IT CLOSE TO ME-- IN MY RING!-- IF OTHERS I HAVE COLLECTED TOGETHER IN MY SOUL ORB!

"MOMENTARILY IF MAN YOUR SOUL SHALL JOIN HIS!



COME FORTH, SPIRIT OF THE ORB!
RISE-- AND TAKE UNTO YOURSELF
THIS WRETCHED MORTAL-- SOUL

DUNNO ABOUT THIS SOUL
BUSINESS, BUT SOMETHING'S
COMING FOR ME! CAN'T
FOOL AROUND ANY MORE--
GOTTA REALLY TRY

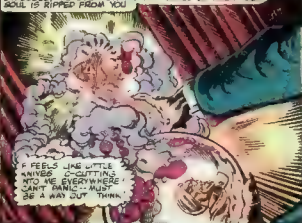
UHMM--



'BINGO BUT I TOOK
TOO LONG' THAT
CLOUD IS ALMOST
ON TOP OF ME



YOU RESIST MASHIE (JEFF) - BUT IN VAN THE MORE YOU
STRUGGLE, THE GREATER THE PAIN SHALL BE WHEN YOUR
SOUL IS RIPPED FROM YOU



I FEELS LIKE LITTLE
KNIVES - CUTTING
INTO ME EVERYWHERE!
CAN'T PANIC-- MUST
BE A WAY OUT THINK

HIS RING-- IF IT'S NOT AS
INDESTRUCTIBLE AS THE
SLOBE, I MIGHT GIVE ME
A CHANCE

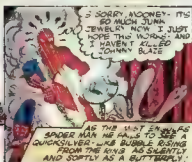


YOUR
WEBBAND--
WHAT--?

MY RING NO-- YOU
CAN'T! NOT MY



I SORRY MOONEY-- IT'S
SO MUCH JUNK
JEWELRY NOW I JUST
HOPE THIS WORKS-- AND
I HAVEN'T KILLED
JOHNNY BLAZE

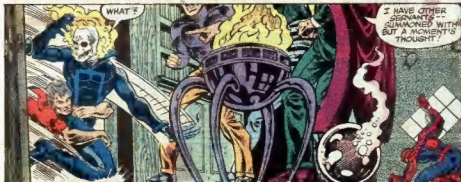
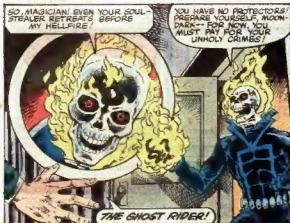


AS THE MOST ENERGETIC
SPIDER-MAN HE MANAGES TO SEE A
QUICKSILVER-- HE BUBBLES RISING
FROM THE KING AS SILENTLY
AND SOFTLY AS A BUTTERFLY

OOO-- NO GOOD! I CAN'T TAKE
IT! I'VE FAILED... FAILED.



JEFF! SPIDER-MAN
BEGINS TO SINK INTO THE
NUBNESS AT THE JER-
TED OF THE RAY-- WHEN
SUDDENLY A GOLT OF
GAVE RDS PAST-- HE
JUDLES HIM BACK TO
CONSCIOUSNESS THE
RECOGNIZES HIS 11.5
REBOOLS AND BUTTERS
BACK TO THE SAFETY OF
THE ORB



IT COMES FROM--MOONDARK!

YOU ARE THE FOOL, SHOST-
RIDER! YOUR SOUL-SEARING
FLAME CANNOT AFFECT ONE
WHO HAS NO SOUL TO BURN!
YOUR POWER HOLDS NO
TERRORS FOR ME!



BUT I AM AS ACCOMPLISHED
AS ANY WHO HAVE STUDIED
THE MYSTIC ARTS!



AND I HAVE SPELLS
TO BEST EVEN YOU,
SKULL-FACE!



NOW, WITH MY
ENEMIES AT MY FEET,
I MUST BEGIN THE
CONJURATIONS TO
CALL FORTH MY
DARK MASTERS!



I HADN'T INTENDED
TO OFFER YOU UP
BODY AND SOUL,
SPIDER-MAN-- BUT
IF I MUST, I
MUST!

GOT TO STOP
HIM... GOT TO!
B-BUT... CAN'T MOVE...

AS MOONDARK RATTLES
OFF A STRING OF SYLLA-
BLES LONG FORGOTTEN
BY CIVILIZED MEN, THE
ROOM BEGINS TO GLOW
WITH THE FIERCENESS OF
A STAR--AND THE STAR
TAKES SHAPE!



MASTER!
HEAR THY
SERVANT!

I BEG THEE TO RETURN
MY SOUL UNTO ME--IN
EXCHANGE FOR THESE
TWO LIVING BEINGS,
AND THE HUNDRED
SOULS IN MY ORB!



THE
ORB!

MOONDARK!
YOU MAY BE
IMMUNE TO
MY POWER--

--BUT YOUR
SOUL ORB
IS NOT!

